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4 || Attorneys for Plaintiffs

L. Ellen M. Gardiner hereby declare and state:

1. I am employed by plaintiff Applied Underwriters as Chief Actuary. I am also the Chief Actuary for Applied Risk Services. I am submitting this declaration in Opposition to defendant Combined Management's Motion to Dismiss for lack of personal jurisdiction. I have personal knowledge of the facts testified to in this Declaration, and I can and will testify to these facts if called to do so. In my capacity as Chief Actuary, I am familiar with the terms and contents of the written agreements between plaintiffs and defendant Combined Management,

1 as well as the contract dispute between plaintiffs and Combined Management. I am also  
2 familiar with the claims asserted by plaintiffs against defendants in this lawsuit. I have  
3 personally reviewed the file AEG kept on plaintiffs, including the correspondence between  
4 plaintiffs and AEG and the contracts between AEG and plaintiffs.  
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6 2. I have been employed continuously by Applied Underwriters since November  
7 2003. In my capacity as Chief Actuary, I am familiar with the operations of plaintiffs,  
8 including the location where plaintiffs, including Applied Risk Services, performed the work  
9 on Combined Management's agreement. Virtually all of the documents, and most of the  
10 witnesses who have knowledge of the terms and performance of plaintiffs' contract with  
11 Combined Management are located here in San Francisco.  
12

13 I declare under penalty of perjury under the laws of the State of California and the  
14 United States of America that the foregoing is true and correct.  
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17 Dated: October 22, 2007

Ellen M. Donahue